

TAB A

Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Thursday, May 27, 2004 1:38 PM
To: 'Madeline Kauffman'
Subject: FW: Commission Agreement for Epoch Sale

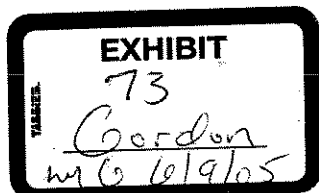
Stephen F. Gordon
Gordon Haley LLP
101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com

-----Original Message-----

From: Stephen Gordon [mailto:gordon@gordonhaley.com]
Sent: Thursday, May 27, 2004 1:38 PM
To: 'Matt Caine'
Subject: Commission Agreement for Epoch Sale

Matt-I just left you a voicemail asking you to fax or scan and email to me an executed copy of your firm's commission agreement with The Pointe Group. No one recalls signing one, some think that there may have been two iterations, so I need to nail this down for our Agreement with Key Bank. Thanks. Steve

Stephen F. Gordon
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101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com



Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Thursday, May 27, 2004 10:47 PM
To: 'Madeline Kauffman'; 'Peter Haley'
Subject: FW: TPG Engagement Letter
Importance: High

Madeline-Attached is the agreement between CBW and The Pointe Group. At a \$37 million sale, the commission will be \$1,250,000, so I think we simply need to use that number instead of \$1,000,000 in our letter agreement. That will give effect to the 50/50 split as the numbers at the end will both be reduced by \$125,000. I will be out of pocket for a good part of the day tomorrow, but I will try to stay in touch by phone. We may need to advance execution of the letter agreement to Tuesday, but the checks will arrive tomorrow or there will be wires instead.
Steve

Stephen F. Gordon
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101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
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gordon@gordonhaley.com

-----Original Message-----

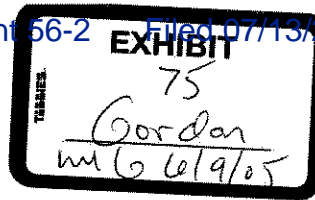
From: Matt Ryan [mailto:mryan@cbwllc.com]
Sent: Thursday, May 27, 2004 2:03 PM
To: 'Stephen Gordon'; BARRY8900@aol.com
Cc: 'Matt Caine'
Subject: TPG Engagement Letter
Importance: High

Attached please find the executed engagement letter between The Pointe Group and CBW.

Regards,

Matt Ryan
Casas, Benjamin & White, LLC
Direct Dial: 847.583.2015
Fax: 847.583.1719
Mobile: 773.255.1237



**Matt Caine**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Tuesday, April 27, 2004 2:03 PM
To: 'Matt Caine'; BARRY8900@aol.com; gf47@aol.com; FRANKB2627@aol.com
Cc: 'Chris Meyers'; 'Matt Ryan'
Subject: RE: Pointe Group update

Matt- The Pointe Group has nothing for sale. The assets potentially for sale are owned by the Chestnut Hill Entities (Chestnut Hill Life Care Realty, LLC; Hammond Pointe Nursing Home, LLC; and Boylston Place at Chestnut hill, LLC) and the Cranberry Pointe Entities (Cranberry Pointe Partnership and Cranberry Pointe Nursing Home, Inc.). I know that this may be technical (you did want to talk to the lawyer ☺), but I think it better describes the situation. And I think it's important for The Pointe Group, which has other interests not for sale, not to give the impression, internally or externally, that everything they have is for sale. I'm not sure what you mean by "form of consideration." It is doubtful that anything other than money would be acceptable. Assumption of debt would require the agreement of the debt holder to accept the buyer and release the seller and any co-obligors. I don't think there is any likelihood of seller financing or acceptance of a buyer's stock, but I have no objection if you want to simply permit prospective buyers to make their offers that way. I promise to stick to the legal side and leave the marketing to you guys. My only real issue with your proposed email to buyers is the "certain assets of The Pointe Group" statement at the outset.
Steve

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gordon@gordonhaley.com

-----Original Message-----

From: Matt Caine [mailto:mcaine@cbwllc.com]
Sent: Monday, April 26, 2004 8:18 PM
To: Gordon@gordonhaley.com; BARRY8900@aol.com; gf47@aol.com; FRANKB2627@aol.com
Cc: 'Matt Caine'; 'Chris Meyers'; 'Matt Ryan'
Subject: Pointe Group update

As discussed, below is the form email that we (CBW) will be sending out to all interested parties. Please let me know by tomorrow (sometime Tuesday) if you have any edits or comments to this letter before we send it. Thanks.

Dear [Interested Party]:

We appreciate your interest in certain assets of The Pointe Group and trust that your review of the diligence materials is going well. To follow up and as was previously communicated with you, this message is to remind you that letters of intent ("LOI") to acquire certain assets and assume particular liabilities of The Pointe Group are due to CBW by this Friday, April 30th at 5:00p CDT. This LOI can be faxed to CBW to the attention of Matt Ryan at (847) 583-1719 or sent via email to mryan@cbwllc.com.

These LOIs will serve as an important basis for the Company to enter into a Definitive Agreement with the Purchasing Party and should highlight key issues to the proposed transaction. These issues include, but are not limited to:

- i. Estimated purchase price to acquire the real estate and related assets at Chestnut Hill and Cranberry Pointe

- ii. The form of consideration for each of these acquisitions
- iii. Timing to complete due diligence and close the transaction
- iv. Purchasing Party's plans to enter into management contracts with The Pointe Group or another third-party management company
- v. Purchaser's ability to finance this transaction amount with either internally generated capital or third-party financing
- vi. Purchaser's internal process to approve and enter into this outlined transaction
- vii. A description of any additional assets or liabilities the Purchasing Party desires to acquire and/or assume
- viii. A listing of any pertinent representations and warranties the Purchasing Party will seek of the Seller
- ix. Any additional points to consider as desired by the Purchasing Party

Upon receipt of this LOI, CBW will review and follow up with you very shortly to discuss your proposal. Please do not hesitate to contact Matt Caine, Chris Meyers or Matt Ryan to discuss any questions or remaining diligence issues that you may have at this time. We look forward to discussing this with you and receiving your letter of intent this Friday.

Matt Caine
(404) 816-0049
mcaine@cbwllc.com

Chris Meyers
(847) 583-2016
cmeyers@cbwllc.com

Matt Ryan
(847) 583-2015
mryan@cbwllc.com

Message

Page 1 of 1

Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 05, 2004 10:07 AM
To: 'mryan@cbwllc.com'; 'BARRY8900@aol.com'; 'gf47@aol.com'
Cc: 'Matt Caine'; 'cmeyers@cbwllc.com'
Subject: RE: The Pointe Group Letters of Intent

Matt-I will have Georgia, Barry and Gerry Freid and Frank Barker on the 11:00 call with me. We look forward to talking with you then (very soon). Steve

Stephen F. Gordon
Gordon Haley LLP
101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
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gordon@gordonhaley.com

-----Original Message-----

From: Matt Ryan [mailto:mryan@cbwllc.com]
Sent: Tuesday, May 04, 2004 10:38 PM
To: BARRY8900@aol.com; gf47@aol.com
Cc: 'Matt Caine'; cmeyers@cbwllc.com; Gordon@gordonhaley.com
Subject: The Pointe Group Letters of Intent
Importance: High

Barry and Gerry,

Attached please find the TPG Solicitation Update which includes a summary of all Letters of Intent ("LOI") that we received on Friday, April 30, 2004. Additionally, I've attached the actual LOI for your records. In total, we received eight LOIs and three term sheets. Of the eight LOIs, six were for the Chestnut Hill and Cranberry facilities; while two were for the Chestnut Hill facility only.

We would like to have a call on Wednesday at 11:00am EST with all TPG shareholders to discuss the Letters of Intent. I realize that this is late notice so please confirm that this time works for the shareholders. If this time is not convenient, then please let me know the best time and we will make ourselves available. The dial-in information is below:

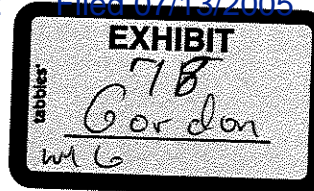
Dial-in: 888-827-8686
Code: 4186464

Lastly, since I do not have email addresses for the other shareholders, I would greatly appreciate you forwarding this information to the other shareholders.

Regards,

Matt Ryan
Casas, Benjamin & White LLC
Direct Dial: 847.583.2015
Fax: 847.583.1719



**Stephen Gordon**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 12, 2004 6:25 PM
To: 'Madeline Kauffman'
Subject: KeyBank/Pointe Group Sale Settlement Proposal

Madeline – I know that the Bank will not be paid in full even out of a \$37 million sale of Chestnut Hill and Cranberry Pointe. I also know that the Bank chose not to respond to the borrower's proposal that the Bank allow payment of certain items out of the sale proceeds and release other items, plus allow payment of approximately \$8 million to the Freid Family from the sale proceeds. That number was not, however, one simply pulled from the air. Since September 30, 2002, the date of the Third Modification and Extension Agreement (at which time it became painfully clear, if it was not prior to that time, that the Bank could not be paid in full), the Freid Family has made permitted "Short Term Loans" of \$7,706,000, all of which have either gone directly to KeyBank or have been used to make payroll and pay for utilities, food and medicine. Without the Freid Family loans, Chestnut Hill and Cranberry Pointe would be worth a small fraction of the \$37 million now being offered for them (as they would have undoubtedly been put into a Department of Public Health receivership, the enormous expenses of which would be a charge on the property superior to KeyBank's). So the \$8 million was intended to return to the Freid Family the amounts expended to increase the Bank's return by a multiple of that \$8 million.

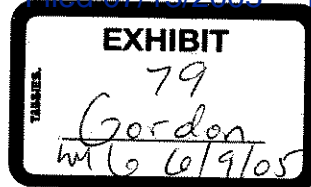
I recognize that the Bank can chose to ignore the Family's contribution to the Bank's recovery. The Family is anxious to be cooperative but legitimately wants some recognition (and reimbursement) of those considerable monies which have inured to the Bank's benefit and not their own. Accordingly, the Freid Family would be willing to accept in settlement from the sale proceeds the sum of \$2,568,000 (which is exactly 1/3 of the \$7,706,000 in Short Term Loans) plus the following:

1. Cancellation of the shareholder loan and fees still due;
2. Payment of Chestnut Hill construction debt guaranteed by members of the Freid Family (previously estimated at \$800,000, but actually now reduced to \$525,000);
3. Stanley Wallerstein, Esquire incentive fee (\$150,000); and
4. Release of the UBS Paine Webber account.

In addition, the broker's commission and the Cranberry Pointe Medicare/Medicaid recoupment will have to come out of the sale proceeds.

I realize that this settlement proposal further reduces a less than full recovery by the Bank. However, I think it strikes a reasonable and realistic balance given the very beneficial lending by the Freid Family since September 30, 2002, all of which has inured to the benefit, directly or indirectly, of KeyBank. We have an opportunity to cooperatively pursue a sale for an amount significantly greater than that which might have been available as little as 6 months ago. I hope that the Bank recognizes the opportunity and is, like the Freids, willing to seize it.

Steve

**Stephen Gordon**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 12, 2004 7:12 PM
To: 'Matt Caine'; 'BARRY8900@aol.com'; 'gf47@aol.com'
Cc: 'Matt Ryan'; 'Chris Meyers'; 'Peter Haley'
Subject: RE: Update

Matt-We are working full time to reach at least an agreement in principle with KeyBank. As soon as we are able to do so, we will move forward on an LOI even before we document an agreement with the Bank. I am not able to involve you in the details of our discussions with the Bank, as I'm sure you can well understand. I do appreciate your concern over holding the buyers in place, but rest assured that I am working on this continually. I'm not sure what I can add to this in person, but I will make every effort to speak with you before the end of the day tomorrow. Steve

Stephen F. Gordon
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101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com

-----Original Message-----

From: Matt Caine [mailto:mcaine@cbwllc.com]
Sent: Wednesday, May 12, 2004 6:41 PM
To: 'Stephen Gordon'; BARRY8900@aol.com; gf47@aol.com
Cc: 'Matt Ryan'; 'Chris Meyers'
Subject: Update

Steve, Barry & Gerry:

It is becoming very important that you share with CBW an update as to the desire of The Pointe Group's shareholders to enter into an LOI with one of the solicited parties. As I am sure you are well aware, time is starting to work against us as groups are desirous to know if a decision has been made to move ahead with one of them such that they can either focus on this opportunity or move onto other assignments.

Based on most of the feedback that we have received, parties are not enthusiastic about breaking up their offers between the two properties, so we do not expect any meaningful movement on this request. CBW continues to serve the interests of The Pointe Group and will work to satisfy each of your requests. However, we would be remiss if no reminder was served to consider a timely response back to the solicited parties. Certainly, negotiations with Key Bank are very important in this process and need to be realized sooner rather than later. However (and I ask this primarily of Steve Gordon per my two voicemails and email today), can we look to select a party and negotiate the LOI while also working with Key Bank.

I strongly encourage us to have more frequent discussions and feedback to make this an effective process, rather than an inefficient, "one update per day black box" response. I trust that you can appreciate this perspective and the need to receive meaningful feedback from all involved professionals. Thanks and I look forward to moving this process along as you desire while keeping in mind the desired results.

Matt



Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Friday, May 28, 2004 2:33 PM
To: 'Sucoff, Andrew C'
Subject: RE:

Andy-I'll try to call you later. Mark Tobin is not on the list. I thought the marketing person Lewis was not an issue. Ours is a family business, not a financial juggernaut. The people on the list are working at multiple Pointe Group locations. I can't believe this is still an issue. The Pointe Group has been delivering documents all week. The P&S is about done, if not done. Come on, let's not be children. Steve

Stephen F. Gordon
Gordon Haley LLP
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Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com

-----Original Message-----

From: Sucoff, Andrew C [mailto:ASucoff@goodwinprocter.com]
Sent: Friday, May 28, 2004 12:02 PM
To: Stephen Gordon
Subject:

Steve - This is a message that Larry sent to the broker on this issue (which should not be this controversial). I have some additional thoughts as well:

I spoke to Matt Caine. Giving him perspective, I said there are 5 top positions in a SNF--Administrator, Plant, Food Service, Director of Nursing and Marketing/Admissions. At Hammond, they are proposing for me to buy with 4 vacant:

administrator is Mark Tobin--unlikely that he will end up working for us--salary expectations, ownership in Pointe Group, ego, daughter here, etc.

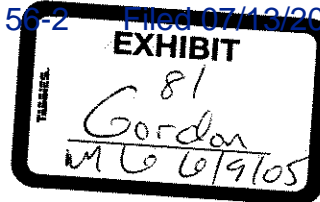
2. Marketing function has been Maureen Lewis--they acknowledge that she spends most of her time at Hammond--we believe it is close to 100%

3. Food Service Director

4. Plant Director

This is just ridiculous. We are working with them and bending over backwards. When we sold buildings operators wanted to do the same thing and I said no way. Have actually never seen a nursing home seller ask for anything like this before, except where an administrator was a member of the ownership family. I told him that we are being eminently reasonable in giving them 3, and that us keeping the 2 is non-negotiable.

Andrew C. Sucoff, Esq.

**Matt Caine**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Friday, May 28, 2004 2:50 PM
To: 'Matt Caine'
Cc: gtf112@aol.com; GF47@aol.com; BARRY8900@aol.com; FRANKB2627@aol.com; 'Peter Haley'; jmccullough@msplegal.com
Subject: CBW Interference with Epoch Sale

Mr. Caine:

As a result of a telephone conversation you had with Larry Gerber, he has placed additional non-negotiable demands upon The Pointe Group. Once again, your involvement has proved harmful to The Pointe Group. Are you working for Epoch? It certainly seems so. By copy of this email I am asking the authorized representatives of The Pointe Group to instruct you to have no further communications of any kind with Larry Gerber, his attorneys or anyone acting on behalf of Epoch. I have never been faced with a situation like this in my life. Be assured that The Pointe Group will hold you and CBW liable for all damage your interference has caused and on account of your unconscionable efforts for the benefit of Epoch which are adverse to The Pointe Group. I asked you to stop your interference before. Since that time we have concluded an LOI, substantially completed delivery of initial diligence materials and delivered a draft P&S. I am sorry that, as a courtesy, I sent you a copy of the completed LOI. That courtesy has returned to haunt me as you continue to act against the interests of The Pointe Group.

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gordon@gordonhaley.com

Message

Page 1 of 2

**Stephen Gordon**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Monday, May 17, 2004 5:54 PM
To: 'Sucoff, Andrew C'
Cc: 'Peter Haley'
Subject: RE: Pointe Group/Epoch

No problem, Andy. We will simultaneously transmit documents to you and the broker.

Stephen F. Gordon
 Gordon Haley LLP
 101 Federal Street
 Boston, MA 02110
 Phone: 617-261-0100 Ext 28
 Fax: 617-261-0789
 gordon@gordonhaley.com

-----Original Message-----

From: Sucoff, Andrew C [mailto:ASucoff@goodwinprocter.com]
Sent: Monday, May 17, 2004 5:51 PM
To: Stephen Gordon
Subject: RE: Pointe Group/Epoch

The brokers have been our only contact to date - I am inclined to keep them in the loop unless they are not being helpful

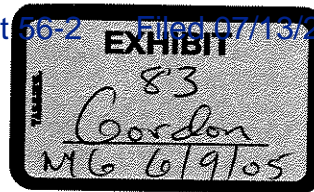
Andrew C. Sucoff, Esq.
Goodwin Procter, LLP
Exchange Place
Boston, MA 02109
Phone: (617) 570-1995
Fax: (617) 227-8591
MailTo:asucoff@goodwinprocter.com

-----Original Message-----

From: Stephen Gordon [mailto:gordon@gordonhaley.com]
Sent: Monday, May 17, 2004 4:16 PM
To: Sucoff, Andrew C
Cc: 'Peter Haley'
Subject: Pointe Group/Epoch

Andy-It was nice to speak with you and find that Epoch will be ably represented (as always) by you and your firm. As soon as we have proposed changes to the LOI, we'll email them to you. How much involvement does your client wish the broker (CBW) to have in the process? Steve

Stephen F. Gordon
 Gordon Haley LLP
 101 Federal Street

**Stephen Gordon**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 19, 2004 2:17 PM
To: 'Madeline Kauffman'
Cc: 'haley@gordonhaley.com'
Subject: Key Bank/Pointe Group

Madeline-Please confirm that we both understand your latest proposal. The Bank is willing to disburse the first \$32,875,000 of Chestnut Hill/Cranberry Pointe sale proceeds as follows:

Brokers' Commission	\$1,000,000
Recoupment	900,000
Key Bank	29,800,000
Beaver/Ross&Tuch	525,000
Wallerstein	150,000
Shareholder Loan	<u>500,000</u> (expected balance at closing)
	\$32,875,000

The balance of the sale proceeds will be split 50/50 between the Bank and the Freid Family. The attorneys' fees will be forgiven. The UBS Paine Webber account will be released. All obligations between The Pointe Group, any of its affiliates and the Freid Family and Key Bank will cease to exist.

The foregoing is conditioned upon our paying, through the closing, the full monthly payments we have been paying on Cranberry Pointe, Chestnut Hill (Tranche A) and the Shareholder Loan, plus paying the former swap payment toward the Shareholder Loan.

Have I got it right?

Steve

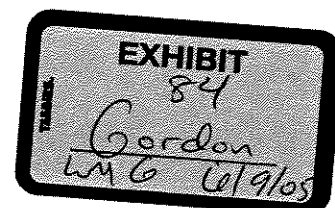
Stephen F. Gordon
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Phone: 617-261-0100 Ext 28
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gordon@gordonhaley.com

Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 19, 2004 10:32 PM
To: 'Matt Caine'
Cc: 'gtf112@aol.com'; 'gf47@aol.com'; 'BARRY8900@aol.com'; 'FRANKB2627@aol.com';
'haley@gordonhaley.com'
Subject: Pointe Group/Key Bank

Matt- All of the members of the Freid Family and Key Bank have reached an agreement in principle on the distribution of the \$37 Million Epoch sale proceeds. The Bank's lawyer is drafting a Loan Modification Agreement to formally reflect the agreement, but we are sufficiently comfortable to proceed with the LOI before the agreement is inked. However, Epoch's lawyer did not respond to my invitation to talk with Key Bank's lawyer and receive the assurances that your email says Epoch wants to receive. As I understand your email, Epoch is concerned that there is an agreement with Key Bank, but is making no effort to educate itself on the subject. This is foolishness which is uncharacteristic of Epoch's law firm (I have no idea whether it is characteristic of Epoch). I will call Andy Sucoff in the morning to see if I am missing something here. Steve

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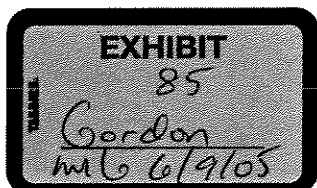


Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Wednesday, May 19, 2004 10:37 PM
To: 'Sucoff, Andrew C'
Subject: Epoch/Pointe Group/Key Bank

Andy-The broker tells me that Epoch is very concerned about whether there is an agreement between The Pointe Group and Key Bank to permit and provide for the \$37Million sale to Epoch. There is, but you did not respond to my offer to speak with Bank counsel. I think it unlikely that you and I have, or will have, any communication miss-connect. I will be in my office from 9:30 AM through the rest of the day. Please call me. Steve

Stephen F. Gordon
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101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com





Stephen Gordon

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Thursday, May 20, 2004 12:13 PM
To: 'Matt Caine'
Cc: 'gtf112@aol.com'; 'BARRY8900@aol.com'; 'gf47@aol.com'; 'FRANKB2627@aol.com'; 'haley@gordonhaley.com'
Subject: RE: Pointe Group/Key Bank

Madeline Kauffman and I just concluded our phone conversation with Epoch's counsel, Andy Sucoff. He will shortly be sending me a revised LOI which must be negotiated, completed and signed before Monday at 9:00AM. He told us that the Epoch Board of Directors (including their Bain backers) is meeting on Tuesday and he needs the signed LOI Monday morning so that Epoch management can prepare a presentation for the Board and obtain its approval. The redrafted LOI will, I think, accommodate our desire for a much shortened due diligence period. The due diligence period will not begin, however, until Epoch receives the following:

1. Letters from Key Bank's counsel and me stating that we have a written, binding agreement whereby Key will release its liens to permit for a sale at \$37 Million and we will do what that agreement requires (Madeline is working on the Loan Modification Agreement that will make this possible);
2. A draft Purchase and Sale Agreement which, in Epoch's counsel's view, is a document that reasonable people can negotiate and conclude; and
3. So-called Primary Documents received by Epoch from us, the list of which will be attached to the LOI.

In sum, Epoch does not want to commence its due diligence until it knows that Key is on board (it is), that we aren't going to present them with an onerous contract and they have the raw materials they need (their document list).

Andy expressed Epoch's desire to purchase the assets as soon as conceivably possible and was given similar assurances from Madeline and me. Matt Caine, I have copied you on this email to keep you informed. I believe, as I expressed to you on the phone, that your communications at this point with both Epoch and Key are harmful and I recommend that you leave the consummation of this deal to the lawyers. Both, as well as The Pointe Group, are looking to their lawyers for advice and forward motion. I don't know if you are willing to accept that recommendation, but I believe that if you ignore it you are putting the sale to Epoch at unnecessary jeopardy. You may, if you wish, continue to keep Key Bank informed of the progression of the deal, but, since you will only have second-hand, belated knowledge of circumstances and events, you are as likely to misinform as to inform, which, again, is nothing but harmful.

Steve

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 gordon@gordonhaley.com

-----Original Message-----

From: Matt Caine [mailto:mcaine@cbwllc.com]
Sent: Thursday, May 20, 2004 11:25 AM
To: 'Stephen Gordon'
Cc: gtf112@aol.com; BARRY8900@aol.com; gf47@aol.com; FRANKB2627@aol.com; haley@gordonhaley.com
Subject: RE: Pointe Group/Key Bank

Steve,

Per your request and to follow up on our phone conversation this morning, after my phone call with Epoch yesterday afternoon, I called both you and Steve Dunham and went into voicemail for both you and Dunham. Key was called as well to keep them up to date on the progression of this deal, which is common and what CBW has done through each step of our engagement. As I have shared with you, Epoch is concerned as to whether there is a deal between TPG and Key beyond verbal assurances. They fear that this diligence process would be a waste of time in that Key may not accept the deal once at closing. Epoch desires to have evidence to an agreement in some form or fashion that Key would acknowledge the deal before attempting to respond to the LOI markup.

I trust that the call with Madeline, Epoch's counsel and you will occur today and that this conversation will be productive to suffice their needs on this matter. We'll all look to you for any meaningful updates as a result of this call.

Matt

-----Original Message-----

From: Stephen Gordon [mailto:gordon@gordonhaley.com]

Sent: Thursday, May 20, 2004 10:11 AM

To: 'Matt Caine'

Cc: gtf112@aol.com; BARRY8900@aol.com; gf47@aol.com; FRANKB2627@aol.com; haley@gordonhaley.com

Subject: RE: Pointe Group/Key Bank

Matt-Andy has not called me in response to yesterday's email. I am about to call him with Madeline Kauffman, Key's lawyer, on the line. Please respond to this email with, as near as you are able, a verbatim transcription of the voicemail you left yesterday for Steve Dunham and "Reply to All" as I think it important for both the principals of The Pointe Group and me to know exactly what message you left for him.
Steve

Stephen F. Gordon
Gordon Haley LLP
101 Federal Street
Boston, MA 02110
Phone: 617-261-0100 Ext 28
Fax: 617-261-0789
gordon@gordonhaley.com

-----Original Message-----

From: Matt Caine [mailto:mcaine@cbwllc.com]

Sent: Wednesday, May 19, 2004 11:38 PM

To: gordon@gordonhaley.com

Subject: Re: Pointe Group/Key Bank

Steve,

Did you have any conversations with Andy Sucoff today (Wed.) regarding the LOI and what Epoch will need in order to move forward. We (Gordon & Haley and CBW) will need to have more frequent conversations throughout the day if this deal is going to have a chance to stay on track.

-----Original Message-----

From: gordon@gordonhaley.com

Date: Wed, 19 May 2004 21:32:15

To:mcaine@cbwillc.com
Cc:gtf112@aol.com, gf47@aol.com, BARRY8900@aol.com,
FRANKB2627@aol.com, haley@gordonhaley.com
Subject: Pointe Group/Key Bank

Matt- All of the members of the Freid Family and Key Bank have reached an agreement in principle on the distribution of the \$37 Million Epoch sale proceeds. The Bank's lawyer is drafting a Loan Modification Agreement to formally reflect the agreement, but we are sufficiently comfortable to proceed with the LOI before the agreement is inked. However, Epoch's lawyer did not respond to my invitation to talk with Key Bank's lawyer and receive the assurances that your email says Epoch wants to receive. As I understand your email, Epoch is concerned that there is an agreement with Key Bank, but is making no effort to educate itself on the subject. This is foolishness which is uncharacteristic of Epoch's law firm (I have no idea whether it is characteristic of Epoch). I will call Andy Sucoff in the morning to see if I am missing something here. Steve

Stephen F. Gordon

Gordon Haley LLP

101 Federal Street

Boston, MA 02110

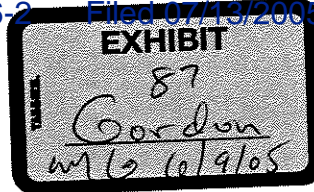
Phone: 617-261-0100 Ext 28

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gordon@gordonhaley.com

Epoch - Letter of Intent

Page 1 of 2

**Stephen Gordon**

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Friday, May 21, 2004 6:45 PM
To: 'Madeline Kauffman'
Subject: FW: Epoch - Letter of Intent

See email to Epoch counsel below.

Stephen F. Gordon
 Gordon Haley LLP
 101 Federal Street
 Boston, MA 02110
 Phone: 617-261-0100 Ext 28
 Fax: 617-261-0789
 gordon@gordonhaley.com

-----Original Message-----

From: Stephen Gordon [mailto:gordon@gordonhaley.com]
Sent: Friday, May 21, 2004 6:20 PM
To: 'Henken, H David'; 'haley@gordonhaley.com'; 'mcaine@cbwllc.com'; 'jmccullough@msplegal.com'; 'matyler@msplegal.com'
Cc: 'larry.gerber@epochsl.com'; 'Pfaff, Debora - Waltham'; 'beth.anderson@epochsl.com'
Subject: RE: Epoch - Letter of Intent

As we made clear to Andy, The Pointe Group will not agree under any circumstances to disclose the terms of its agreement with Key Bank. The Bank is willing to provide a letter stating that it will discharge/release its mortgages and liens when Epoch pays the \$37 Million purchase price (as adjusted per the Purchase and Sale Agreements) with the only condition being that the Sellers pay the regular monthly payments they have long been paying. I understand Epoch's concern that it know before undertaking an expensive and time-consuming process that the lender will provide discharges/releases to permit for the conveyance to Epoch free of those encumbrances. Epoch needs nothing else. I do not understand the desire to obtain private information which adds nothing to Epoch's ability to complete a purchase at the price offered. Or maybe I understand it only too well. In any event, the language of Section 15 of the LOI is unacceptable. Unless and until this is resolved as requested, there is neither need nor purpose in my responding to your re-draft. The Pointe Group remains committed to sell Epoch its Chestnut Hill and Cranberry Pointe facilities if Epoch wishes to purchase them in accordance with its offer.

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 Boston, MA 02110
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 gordon@gordonhaley.com

-----Original Message-----

From: Henken, H David [mailto:dhenken@goodwinprocter.com]
Sent: Friday, May 21, 2004 5:43 PM
To: gordon@gordonhaley.com; haley@gordonhaley.com; mcaine@cbwllc.com; jmccullough@msplegal.com; matyler@msplegal.com
Cc: larry.gerber@epochsl.com; Pfaff, Debora - Waltham; beth.anderson@epochsl.com
Subject: Epoch - Letter of Intent

Enclosed please find a revised draft of the letter of intent (clean and marked) reflecting the changes from the prior draft. Please note in response to a point you made in a call with Andy that NHP has already executed a confidentiality agreement.

Best regards,
David

H. David Henken, P.C.
Goodwin Procter LLP
Exchange Place
Boston, MA 02109-2881
Telephone: (617) 570-1672
Facsimile: (617) 523-1231
Dhenken@goodwinprocter.com

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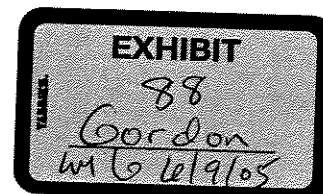
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Matt Caine

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Friday, June 04, 2004 5:12 PM
To: ecasas@cbwllc.com
Cc: 'Matt Caine'
Subject: The Pointe Group/CBW/Epoch

Dear Ed,
I would like to thank you, Matt and the CBW crew for putting together this afternoon's conference call with The Pointe Group principals and me. The opportunity to talk together worked wonders in getting us all comfortable with both the past and the future. I now realize that we misunderstood the nature and content of Matt's recent communications with Epoch and we (especially and particularly me) therefore misjudged the situation and reacted wrongly. I apologize for that and I am delighted to have reached the framework we did for our continuing cooperation with CBW and Matt Caine on the Pointe Group engagement. You guys have done a great job getting us to where we are and I know we can harness each other's energy and talents to bring the Epoch sale to fruition. If it happens, all kudos to CBW and Matt Caine. If it doesn't, it won't be for lack of trying on the CBW/Pointe Group side.
Steve

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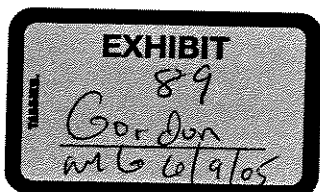


Matt Caine

From: Stephen Gordon [gordon@gordonhaley.com]
Sent: Friday, June 04, 2004 5:14 PM
To: ecasas@cbwllc.com; 'Matt Caine'
Subject: Key Bank

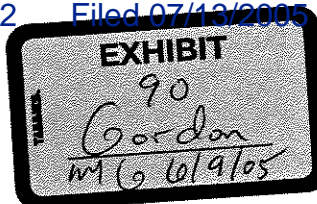
Ed-Thanks for putting in a good word with Steve Dunham. Madeline and I have now reached an agreement which will be signed on Monday and will permit Key to give Epoch the comfort letter they need. Have a nice weekend.
Steve

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Message

Page 1 of 2

**Stephen Gordon**

From: Sucoff, Andrew C [ASucoff@goodwinprocter.com]
Sent: Thursday, July 15, 2004 12:43 PM
To: Stephen Gordon
Subject: RE: Epoch/Pointe Group

There is no more from Epoch - I hope that between the borrower, the bank and the broker you can make it work - by the way - I thought it was only \$200,000 difference - you came back at \$32,850,000 and we came up to \$32,650,000. Matt's mobile number is 404-915-6018 if you want to try to track him down. Please do let me know as Epoch does want to do the deal and not lose the momentum or ability to get it done by 9/30/04 and any change in interest rates could really hurt.

Andrew C. Sucoff, Esq.
Goodwin Procter, LLP
Exchange Place
Boston, MA 02109
Phone: (617) 570-1995
Fax: (617) 227-8591
 MailTo: asucoff@goodwinprocter.com

-----Original Message-----

From: Stephen Gordon [mailto:gordon@gordonhaley.com]
Sent: Thursday, July 15, 2004 12:10 PM
To: Sucoff, Andrew C
Subject: Epoch/Pointe Group

Andy-I take you at your word the Epoch's last and best offer is \$32,650,000. This is \$850,000 less than we need to cover the closing payments. Key and The Pointe Group have both compromised to make the deal happen. We are still \$250,000 short and have asked Matt Caine of CBW to reduce the commission from \$1,050,000 to \$800,000 (CBW has been paid hourly time charge fees for all services to date). He was told that we had an 11:00 conference call and needed to hear back from him before that time. He did not respond. We have tried to contact him since (by voice and email), without success (prior to today his availability was astounding). Everyone else has gone as far as they can. There are now three choices: 1. CBW reduces \$250,000. 2. Epoch pays \$250,000 more. 3. No deal. I'll let you know when (and if) we hear from CBW. Steve

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